

Arkansas Tennis Association By-laws

ARTICLE I. Name and Purpose

The organization shall be known as the Arkansas Tennis Association, Incorporated, hereinafter referred to as “ATA,” which is incorporated under the laws of the State of Arkansas as a non-profit organization. The purpose of the ATA shall be as follows:

- a. To develop, maintain, and promote the game of tennis as a means of healthful recreation and physical fitness.
- b. To represent the jurisdiction comprising the District of Arkansas, as a district member of the Southern Tennis Association, Incorporated, hereinafter referred to as “STA,” and the United States Tennis Association Incorporated, hereinafter referred to as “USTA.”
- c. To create and maintain rules of fair play and standards of sportsmanship.
- d. To cooperate with affiliated state and sectional associations in developing and promoting tennis consistent with the policies of the USTA.
- e. To cooperate with other tennis organizations for the good of tennis in Arkansas, the other states of our nation and throughout the world.
- f. To provide free educational programs, clinics, and instruction that introduces youth to the recreational game of tennis, if such funds or facilities are available.
- g. To furnish free equipment and training to the people in the communities of Arkansas, if funds and equipment are available.
- h. To provide scholarships, grants and advanced instruction for youth in Arkansas, if funds and facilities are available.

ARTICLE II. Membership

Section 1: Membership may be granted to any individual or organization eligible for membership in the USTA.

Section 2: Application for membership shall be made to the USTA and shall be approved by the USTA in accordance with USTA regulations. By applying for and accepting membership in the USTA, which includes membership in the STA and the ATA, a member agrees to follow the rules and regulations of the USTA, STA and the ATA, to be bound by the disciplinary and/or grievance procedures authorized by the By-laws on any controversy or complaint that the member may have against any other member of the USTA, STA or ATA arising out of the

conduct of the member as an officer, employee, contractor, volunteer or otherwise resulting from the participation of the member in the activities of the USTA, STA or ATA, and to fully exhaust the administrative remedies authorized by the By-laws before utilizing any court, agency or other forum.

Section 3: Resignations of members shall be submitted in accordance with USTA requirements.

ARTICLE III. Dues

Classification, dues and suspensions shall be established by the USTA and any changes thereof shall be adopted by the ATA.

ARTICLE IV. Voting Rights

Section 1: The voting members of the ATA shall consist of all individual members and the official delegate from each organization member.

Section 2: Proxy voting is permitted at member meetings, but each proxy shall be in writing and filed with the Secretary 15 days prior to the voting.

Section 3: At Board of Director meetings, each Director shall have one vote.

ARTICLE V. Expulsion

Suspension of memberships and expulsion of members are administered in accordance with USTA By-law 19.

ARTICLE VI. Meetings

Section 1: There shall be an annual meeting of the ATA, dates and location set by the Board of Directors, for the election of officers and directors to succeed those whose terms have expired and for the transaction of any other business. A simple majority of those present and voting shall control on any vote.

Section 2: Special meetings of the membership may be called by the President or by the Board of Directors at any time. Special meetings shall also be called by the President or Board of Directors upon receipt of written petitions from at least 25% of the members.

Section 3: Notice shall be posted on the ATA website of the purpose, place and time of any special meeting at least 15 days in advance of such meeting.

Section 4: Special meetings of the Board of Directors may be called by the President. A quorum shall consist of more than half of all voting members and a simple majority of those present and voting shall control on any vote.

Section 5: The order of business at all meetings shall be determined by the President or presiding officer.

Section 6: Roberts Rules of Order shall govern all parliamentary procedures not specifically mentioned. A simple majority of those present and voting shall control on any vote. The Secretary or other designee may act as Parliamentarian.

ARTICLE VII. Board of Directors

Section 1: The ATA shall be governed by a Board of Directors, consisting of the President, Vice President, Secretary, Treasurer, Immediate Past President and two Directors-at-Large. The Board may also consist of up to two additional past presidents, who are appointed by the President. All members of the Board of Directors must reside within the geographical boundaries of the District of Arkansas, shall be members of USTA and shall serve without compensation. The Board shall meet at least twice each year.

Section 2: The Board of Directors shall be elected by the members who are present at the annual meeting and shall serve for two years or until their successors are elected, in the case of a vacant position. Except for the Officers, who shall be limited to one term in each position, there shall be no limitation on re-election.

Section 3: In case of vacancies of Board of Directors members during their terms, the members of the Board, may, by a majority vote, elect successors for their unexpired terms, except as otherwise provided for in these By-laws.

Section 4: Board of Directors members may be removed from office by a vote of not less than one-half of the entire Board of Directors.

ARTICLE VIII. Officers

Section 1: The Officers shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall serve for two years or until their successors are elected, in the case of a vacant position.

Section 2: The President shall be the Chief Executive Officer and Chairman of the Board of Directors; shall be present at meetings of the ATA and the Board; shall be a member ex-officio of all committees; shall perform such other duties as are necessarily incident to the office; and shall appoint all committee chairmen and committee members for whom appointments herein are not otherwise provided.

Section 3: The Vice President shall assist the President in the performance of duties and shall exercise all the powers of the President in case of absence, resignation, incapacity or death of the President.

Section 4: The Secretary shall be responsible for keeping records, certifying voting rights, giving notice of and keeping minutes of the meetings of the members and of the Board and shall perform such other duties as may be assigned by the President or the Board.

Section 5: The Treasurer shall provide financial reports as needed. The accounts of the ATA shall be audited as determined by the Board of Directors.

Section 6: The President or his designee shall serve as a representative of the ATA to the STA and shall serve as the Delegate to the STA annually. The Delegate may cast the vote of the ATA in the affairs of the STA or may designate proxies to vote.

Sections 7: The President may, with consent of the Board of Directors, appoint a General Counsel who shall, when called upon by the President or the Board, advise or represent the ATA on legal matters. The General Counsel shall be a member of the Arkansas Bar in good standing and shall serve without compensation, except by special authorization of the Board.

Section 8: The President may, with consent of the majority of the Board, appoint an Executive Director and such other personnel as may be necessary, all of whom have such duties and shall receive such compensation as determined by the Board.

Section 9: In case of vacancies of elected officers during their terms, the remaining members of the Board, may, by a majority vote, elect successors for their unexpired terms, except as otherwise provided for in these By-laws.

Section 10: Officers may be removed from office for cause by a vote of not less than one-half of the entire Board of Directors.

ARTICLE IX. Committees

Section 1: The ATA shall have the following committees: (a) Nominating; (b) Grievance; (c) Junior Competitive Tennis Council; and (d) Diversity and Inclusion. The ATA may have such other committees as may be appointed by the President or the Board of Directors.

Section 2: The Nominating Committee shall consist of a Chair, who shall be a past president appointed by the President, and two more members to be appointed by the President. All committee members including the Chair shall have a vote. The Nominating Committee, after consultation with the Executive Director and the Board, shall make nominations for all new officers and directors to be voted on at the annual meeting. If, prior to the Annual Meeting, a Board vacancy occurs, the vacancy shall be filled by the Board and the name of such person shall be placed in nomination at the annual meeting. In addition to nominations made by the Nominating Committee, nominations for new officers and directors may be made by petition signed by not less than 10 percent of the total voting membership of the association, pursuant to the USTA Monthly Report as of the end of the last Calendar Year. The petition shall be filed with the Secretary of the ATA at least 30 days and not more than 60 days before the Annual Meeting. No nominations may be made from the floor at the annual meeting.

Section 3: The Grievance Committee shall be composed of a Chair and at least two other persons, all appointed by the President, with the approval of the Board. It shall be responsible for enforcing the Articles of Incorporation, By-laws, all rules and regulations of the ATA, STA, and USTA Standards of good conduct, fair play and good sportsmanship. However, all grievance and grievance appeal actions arising out of USTA or USTA Southern Adult League programs will be administered according to appropriate USTA League Regulations.

- a. The Grievance Committee shall establish specific operating procedures for administering all grievances filed with the ATA, except those arising out of USTA or USTA Southern Adult League Programs. These procedures and any subsequent changes shall be submitted to the ATA Board of Directors for approval. The approved procedures will be made available through the ATA office or the official ATA website.
- b. All actions of the Grievance Committee may be reported to the USTA Southern Grievance Committee and any other persons or organizations deemed necessary by the Board of Directors.

Section 4: The Junior Competitive Tennis Council shall be composed of a Chair and other persons appointed by the President. The Council shall supervise, plan and/or implement the junior competitive tennis activities under the purview of the ATA. It shall be the reporting body to the Board of Directors on all junior competitive tennis activities.

Section 5: The Diversity and Inclusion Committee shall be composed of a Chair and other persons appointed by the President. The Committee shall be responsible for growing the game through support and engagement with strategic diversity and inclusion initiatives such as increasing representation of emerging market populations on boards, committees and staff to attract and retain USTA members and players from those populations. It shall be the reporting body to the Board of Directors on all diversity and inclusion activities.

Section 6: The Chair of each Committee shall preside at all committee meetings; shall be responsible for the functioning of the committee; and, unless a secretary is appointed, shall be responsible for keeping a record of its proceedings. The members of all committees shall serve without compensation for two years or until their successors are appointed.

Section 7: Quorums for each committee shall be the following:

- (a) Nominating Committee – not less than one-half of its members;
- (b) Grievance Committee – not less than two-thirds of its members;
- (c) Junior Competitive Tennis Council – not less than one-half of its members;
- (d) Diversity and Inclusion Committee – not less than one-half of its members;
- (e) All other committees – not less than one-half of its members.

Section 8: Members of any committee may participate in the meeting of the committee by means of a telephone or similar communications equipment, if all persons participating in the meeting can hear each other. An attempt must be made to contact all members of the committee. Committee members may not appoint proxies to attend meetings on their behalf.

Section 9: Meetings of any committee may be held not less than five nor more than 30 days from the time written notice was given to each member of the committee. Notice of the meetings may be waived by written waiver executed before or after the meeting. Attendance at a committee meeting shall constitute waiver of notice as to the attending members. Meetings of any committee shall be held at such place and such time, after proper notice, as may be fixed by the Chair. One-fourth of the members of any committee may call a meeting. All committees shall keep minutes of their proceedings.

ARTICLE X. Reimbursement

The President may authorize the reasonable reimbursement of expenses incurred by any person in connection with the business of the ATA. All such reimbursements shall be subject to review by the Board of Directors at the next meeting and shall not exceed the amounts contained in the current budget and the per diem and travel rates established by the Board of Directors.

ARTICLE XI. Offices

The principal office of the ATA shall be in Little Rock or such other place as the Board of Directors may select. The ATA may have additional offices at such other places as the Board of Directors may determine.

ARTICLE XII. Amendments

Section 1: These By-laws may be amended, if the amendment is not in conflict with the Articles of Incorporation, by:

- (a) a majority vote of the members of the ATA present and voting at any annual or special meeting of the members, if notice of the proposed amendment is included in the notice of such meeting, or
- (b) a majority vote of the Board of Directors, present and voting at any meeting of the Board, if notice of the proposed amendment is included in the notice of such meeting.

Section 2: Any proposed alteration, amendment or repeal or any proposed new By-law provision shall be submitted by, or sponsored by, a member of the Board of Directors. Any such proposal shall be submitted to the Secretary at least 30 days prior to any scheduled meeting at which the amendment shall be voted upon. The Secretary shall include notice of such proposed amendment(s) in the notice of the meeting.

Section 3: Any amendment of the By-laws of the STA or USTA affecting membership, dues or voting power of members or organizations of the ATA shall be construed as amending these By-laws. Any such amendment shall be subject to review at the next annual meeting of the membership.

ARTICLE XIII. Fiscal Year

The fiscal year of the ATA shall be from January 1 to December 31.

ARTICLE XIV. Non-Discrimination

The ATA shall not discriminate against any person based on race, color, age, religion, sex, national origin or sexual orientation. Membership and all rights of participation in the ATA, including all tournaments and other events conducted or sanctioned by it, shall be open to athletes, coaches, trainers, administrators, officials, and all other persons without regard to race, color, age, religion, sex, national origin or sexual orientation. Nonetheless, participation in divisions of tournaments and other events may be restricted on the basis of sex or age.

ARTICLE XV. Dissolution

In the event of its dissolution, the assets of the ATA shall be distributed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code to the Arkansas Tennis Patrons Foundation [an IRS-approved 501(c)(3) organization] or other IRS-approved 501(c)(3), non-profit organizations as determined by the Board. No profit or benefit may inure to the benefit of any private Board Member, staff member, USTA member or individual.